

<b>SCC eFile</b>	<b>2013 ANNUAL REPORT</b> <b>COMMONWEALTH OF VIRGINIA</b> <b>STATE CORPORATION COMMISSION</b>	<b>213553294</b>					
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>1.) CORPORATION NAME:  <b>Towers Watson Pennsylvania Inc.</b></p> <p>2.) VA REGISTERED AGENT NAME AND OFFICE ADDRESS:  <b>NATIONAL REGISTERED AGENTS INC</b>  <b>4701 COX ROAD, SUITE 285</b>  <b>GLEN ALLEN, VA</b></p> <p>3.) CITY OR COUNTY OF VA REGISTERED OFFICE:  <b>HENRICO COUNTY</b></p> <p>4.) STATE OR COUNTRY OF INCORPORATION:  <b>PA</b></p> </div> <div style="width: 35%;"> <p>DUE DATE: <b>11/30/2013</b></p> <p>SCC ID NO: <b>F0342354</b></p> <p>5.) STOCK INFORMATION</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">CLASS</td> <td style="width: 50%;">AUTHORIZED</td> </tr> <tr> <td>COMMON</td> <td>1,000</td> </tr> </table> </div> </div>			CLASS	AUTHORIZED	COMMON	1,000	
CLASS	AUTHORIZED						
COMMON	1,000						
<p>6.) PRINCIPAL OFFICE ADDRESS:</p> <p style="text-align: center;">ADDRESS: 1500 MARKET STREET CENTRE SQUARE EAST</p> <p style="text-align: center;">CITY/ST/ZIP: PHILADELPHIA, PA 19102</p>							
<p>7.) DIRECTORS AND PRINCIPAL OFFICERS:      All directors and principal officers must be listed. An individual may be designated as both a director and an officer.</p>							
<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%; vertical-align: top;"> NAME: JOHN HALEY  TITLE: PRESIDENT  ADDRESS: 1500 MARKET STREET  CENTRE SQUARE EAST  PHILADELPHIA, PA 19102  CITY/ST/ZIP/CO: </td> <td style="width: 10%; text-align: center; vertical-align: middle;"> <input checked="" type="checkbox"/> </td> <td style="width: 20%; text-align: center; vertical-align: middle;">OFFICER</td> <td style="width: 10%; text-align: center; vertical-align: middle;"> <input type="checkbox"/> </td> <td style="width: 10%; text-align: center; vertical-align: middle;">DIRECTOR</td> </tr> </table>			NAME: JOHN HALEY TITLE: PRESIDENT ADDRESS: 1500 MARKET STREET CENTRE SQUARE EAST PHILADELPHIA, PA 19102 CITY/ST/ZIP/CO:	<input checked="" type="checkbox"/>	OFFICER	<input type="checkbox"/>	DIRECTOR
NAME: JOHN HALEY TITLE: PRESIDENT ADDRESS: 1500 MARKET STREET CENTRE SQUARE EAST PHILADELPHIA, PA 19102 CITY/ST/ZIP/CO:	<input checked="" type="checkbox"/>	OFFICER	<input type="checkbox"/>	DIRECTOR			
<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%; vertical-align: top;"> NAME: ALEXANDRA N. AGELOFF  TITLE: ASST VP FOR INS  ADDRESS: 1925 CENTURY PARK EAST  SUITE 1500  LOS ANGELES, CA 90067  CITY/ST/ZIP/CO: </td> <td style="width: 10%; text-align: center; vertical-align: middle;"> <input checked="" type="checkbox"/> </td> <td style="width: 20%; text-align: center; vertical-align: middle;">OFFICER</td> <td style="width: 10%; text-align: center; vertical-align: middle;"> <input type="checkbox"/> </td> <td style="width: 10%; text-align: center; vertical-align: middle;">DIRECTOR</td> </tr> </table>			NAME: ALEXANDRA N. AGELOFF TITLE: ASST VP FOR INS ADDRESS: 1925 CENTURY PARK EAST SUITE 1500 LOS ANGELES, CA 90067 CITY/ST/ZIP/CO:	<input checked="" type="checkbox"/>	OFFICER	<input type="checkbox"/>	DIRECTOR
NAME: ALEXANDRA N. AGELOFF TITLE: ASST VP FOR INS ADDRESS: 1925 CENTURY PARK EAST SUITE 1500 LOS ANGELES, CA 90067 CITY/ST/ZIP/CO:	<input checked="" type="checkbox"/>	OFFICER	<input type="checkbox"/>	DIRECTOR			
<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%; vertical-align: top;"> NAME: ROBERT D EICHER  TITLE: ASST VP FOR INS  ADDRESS: 335 MADISON AVE  NEW YORK, NY 10017  CITY/ST/ZIP/CO: </td> <td style="width: 10%; text-align: center; vertical-align: middle;"> <input checked="" type="checkbox"/> </td> <td style="width: 20%; text-align: center; vertical-align: middle;">OFFICER</td> <td style="width: 10%; text-align: center; vertical-align: middle;"> <input type="checkbox"/> </td> <td style="width: 10%; text-align: center; vertical-align: middle;">DIRECTOR</td> </tr> </table>			NAME: ROBERT D EICHER TITLE: ASST VP FOR INS ADDRESS: 335 MADISON AVE NEW YORK, NY 10017 CITY/ST/ZIP/CO:	<input checked="" type="checkbox"/>	OFFICER	<input type="checkbox"/>	DIRECTOR
NAME: ROBERT D EICHER TITLE: ASST VP FOR INS ADDRESS: 335 MADISON AVE NEW YORK, NY 10017 CITY/ST/ZIP/CO:	<input checked="" type="checkbox"/>	OFFICER	<input type="checkbox"/>	DIRECTOR			
<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%; vertical-align: top;"> NAME: MARC FREEDMAN  TITLE: ASST VP FOR INS  ADDRESS: 1500 MARKET STREET  CENTRE SQUARE EAST  PHILADELPHIA, PA 19102  CITY/ST/ZIP/CO: </td> <td style="width: 10%; text-align: center; vertical-align: middle;"> <input checked="" type="checkbox"/> </td> <td style="width: 20%; text-align: center; vertical-align: middle;">OFFICER</td> <td style="width: 10%; text-align: center; vertical-align: middle;"> <input type="checkbox"/> </td> <td style="width: 10%; text-align: center; vertical-align: middle;">DIRECTOR</td> </tr> </table>			NAME: MARC FREEDMAN TITLE: ASST VP FOR INS ADDRESS: 1500 MARKET STREET CENTRE SQUARE EAST PHILADELPHIA, PA 19102 CITY/ST/ZIP/CO:	<input checked="" type="checkbox"/>	OFFICER	<input type="checkbox"/>	DIRECTOR
NAME: MARC FREEDMAN TITLE: ASST VP FOR INS ADDRESS: 1500 MARKET STREET CENTRE SQUARE EAST PHILADELPHIA, PA 19102 CITY/ST/ZIP/CO:	<input checked="" type="checkbox"/>	OFFICER	<input type="checkbox"/>	DIRECTOR			
<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%; vertical-align: top;"> NAME: STEPHEN K LEVENE  TITLE: ASST VP FOR INS  ADDRESS: ONE STAMFORD PLAZA  263 TRESSER BLVD  STAMFORD, CT 06901  CITY/ST/ZIP/CO: </td> <td style="width: 10%; text-align: center; vertical-align: middle;"> <input checked="" type="checkbox"/> </td> <td style="width: 20%; text-align: center; vertical-align: middle;">OFFICER</td> <td style="width: 10%; text-align: center; vertical-align: middle;"> <input type="checkbox"/> </td> <td style="width: 10%; text-align: center; vertical-align: middle;">DIRECTOR</td> </tr> </table>			NAME: STEPHEN K LEVENE TITLE: ASST VP FOR INS ADDRESS: ONE STAMFORD PLAZA 263 TRESSER BLVD STAMFORD, CT 06901 CITY/ST/ZIP/CO:	<input checked="" type="checkbox"/>	OFFICER	<input type="checkbox"/>	DIRECTOR
NAME: STEPHEN K LEVENE TITLE: ASST VP FOR INS ADDRESS: ONE STAMFORD PLAZA 263 TRESSER BLVD STAMFORD, CT 06901 CITY/ST/ZIP/CO:	<input checked="" type="checkbox"/>	OFFICER	<input type="checkbox"/>	DIRECTOR			

NAME:	ROGER MILLAY	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
TITLE:	VICE PRESIDENT		
ADDRESS:	1500 MARKET STREET		
CITY/ST/ZIP/CO:	CENTRE SQUARE EAST PHILADELPHIA, PA 19102		
NAME:	PAUL M PERRY	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
TITLE:	ASST VP FOR INS		
ADDRESS:	1500 MARKET STREET		
CITY/ST/ZIP/CO:	CENTER SQUARE EAST PHILADELPHIA, PA 19102		
NAME:	MARK C SPANGLER	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
TITLE:	ASST VP FOR INS		
ADDRESS:	1500 MARKET STREET		
CITY/ST/ZIP/CO:	CENTRE SQUARE EAST PHILADELPHIA, PA 19102		
NAME:	MICHAEL O'BOYLE	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
TITLE:	TREASURER		
ADDRESS:	1500 MARKET STREET		
CITY/ST/ZIP/CO:	CENTRE SQUARE EAST PHILADELPHIA, PA 19102		
NAME:	WILLIAM RIGGER	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
TITLE:	ASST TREASURER		
ADDRESS:	1500 MARKET STREET		
CITY/ST/ZIP/CO:	CENTRE SQUARE EAST PHILADELPHIA, PA 19102		
NAME:	KAREN M ALLEN	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
TITLE:	PRIVACY OFFICER		
ADDRESS:	1500 MARKET STREET		
CITY/ST/ZIP/CO:	CENTRE SQUARE EAST PHILADELPHIA, PA 19102		
NAME:	ANNE BODNAR	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
TITLE:	C.ADMIN OFFICER		
ADDRESS:	1500 MARKET STREET		
CITY/ST/ZIP/CO:	CENTRE SQUARE EAST PHILADELPHIA, PA 19102		
NAME:	NORMAN BUCHANAN	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
TITLE:	GLOBAL TAX DIR		
ADDRESS:	1500 MARKET STREET		
CITY/ST/ZIP/CO:	CENTRE SQUARE EAST PHILADELPHIA, PA 19102		
NAME:	SHARON CLARK	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
TITLE:	CH MKTG OFC		
ADDRESS:	1500 MARKET STREET		
CITY/ST/ZIP/CO:	CENTRE SQUARE EAST PHILADELPHIA, PA 19102		
NAME:	JOHN DICK	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
TITLE:	CHF INFO OFC		
ADDRESS:	1500 MARKET STREET		
CITY/ST/ZIP/CO:	CENTRE SQUARE EAST PHILADELPHIA, PA 19102		

NAME:	NEIL FALIS	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
TITLE:	ASST SECRETARY		
ADDRESS:	1500 MARKET STREET		
CITY/ST/ZIP/CO:	CENTRE SQUARE EAST PHILADELPHIA, PA 19102		
NAME:	SCOTT KENNEY	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
TITLE:	ASST SECRETARY		
ADDRESS:	1500 MARKET STREET		
CITY/ST/ZIP/CO:	CENTRE SQUARE EAST PHILADELPHIA, PA 19102		
NAME:	SCOTT KENNEY	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
TITLE:	COMPLIANCE OFC		
ADDRESS:	1500 MARKET ST		
CITY/ST/ZIP/CO:	CENTRE SQUARE EAST PHILADELPHIA, PA 19102		
NAME:	GAIL MCKEE	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
TITLE:	CH HR OFFICER		
ADDRESS:	1500 MARKET STREET		
CITY/ST/ZIP/CO:	CENTRE SQUARE EAST PHILADELPHIA, PA 19102		
NAME:	ROGER MILLAY	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
TITLE:	CFO		
ADDRESS:	1500 MARKET STREET		
CITY/ST/ZIP/CO:	CENTRE SQUARE EAST PHILADELPHIA, PA 19102		
NAME:	JOHN HALEY	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
TITLE:	CHAIRMAN		
ADDRESS:	1500 MARKET STREET		
CITY/ST/ZIP/CO:	CENTRE SQUARE EAST PHILADELPHIA, PA 19102		
NAME:	JAMES FOREMAN	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
TITLE:	DIRECTOR		
ADDRESS:	1500 MARKET STREET		
CITY/ST/ZIP/CO:	CENTRE SQUARE EAST PHILADELPHIA, PA 19102		
NAME:	JOHN HALEY	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
TITLE:	DIRECTOR		
ADDRESS:	1500 MARKET STREET		
CITY/ST/ZIP/CO:	CENTRE SQUARE EAST PHILADELPHIA, PA 19102		
NAME:	Robert Charles	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
TITLE:	MNG Dir AsiaPac		
ADDRESS:	1500 Market Street		
CITY/ST/ZIP/CO:	Centre Square East Philadelphia, PA 19102		
NAME:	James Foreman	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
TITLE:	Mng Dir N/A		
ADDRESS:	1500 Market Street		
CITY/ST/ZIP/CO:	Centre Square East Philadelphia, PA 19102		

NAME:	Julie Gebauer	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
TITLE:	Mng Dir T&R		
ADDRESS:	1500 Market Street		
CITY/ST/ZIP/CO:	Centre Square East Philadelphia, PA 19102		
NAME:	Gordon Gould	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
TITLE:	Mng Dir S&CD		
ADDRESS:	1500 Market Street		
CITY/ST/ZIP/CO:	Centre Square East Philadelphia, PA 19102		
NAME:	Patricia Guinn	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
TITLE:	Mng Dir R&FS		
ADDRESS:	1500 Market Street		
CITY/ST/ZIP/CO:	Centre Square East Philadelphia, PA 19102		
NAME:	John Haley	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
TITLE:	CEO		
ADDRESS:	1500 Market Street		
CITY/ST/ZIP/CO:	Centre Square East Philadelphia, PA 19102		
NAME:	Kirkland L Hicks	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
TITLE:	General Counsel		
ADDRESS:	1500 Market Street		
CITY/ST/ZIP/CO:	Centre Square East Philadelphia, PA 19102		
NAME:	Kirkland L. Hicks	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
TITLE:	SECRETARY		
ADDRESS:	1500 Market Street		
CITY/ST/ZIP/CO:	Centre Square East Philadelphia, PA 19102		
NAME:	Kirkland L Hicks	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
TITLE:	VICE PRESIDENT		
ADDRESS:	1500 Market Street		
CITY/ST/ZIP/CO:	Centre Square East Philadelphia, PA 19102		
NAME:	Paul Morris	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
TITLE:	Mng Dir EMEA		
ADDRESS:	1500 Market Street		
CITY/ST/ZIP/CO:	Centre Square East Philadelphia, PA 19102		
NAME:	Lawrence James Racioppo	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
TITLE:	Asst VP for Ins		
ADDRESS:	1500 Market Street		
CITY/ST/ZIP/CO:	Centre Square East Philadelphia, PA 19102		
NAME:	Michael M Thomson	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
TITLE:	Controller		
ADDRESS:	1500 Market Street		
CITY/ST/ZIP/CO:	Centre Square East Philadelphia, PA 19102		

NAME: TITLE: ADDRESS:  CITY/ST/ZIP/CO:	Gene Wickes Mng Dir Benefit 1500 Market Street Centre Square East Philadelphia, PA 19102	<input checked="checked" type="checkbox"/>	OFFICER	<input type="checkbox"/>	DIRECTOR
I AFFIRM THAT THE INFORMATION CONTAINED IN THIS ELECTRONIC REPORT IS ACCURATE AND COMPLETE AS OF THE DATE BELOW AND THAT I AM LEGALLY AUTHORIZED TO SIGN THIS REPORT.					
/s/ NORMAN BUCHANAN SIGNATURE OF DIRECTOR/OFFICER LISTED IN THIS REPORT		NORMAN BUCHANAN, GLOBAL TAX DIR PRINTED NAME AND CORPORATE TITLE		11/4/2013 DATE	
It is a Class 1 misdemeanor for any person to sign a document, which includes this electronic record, that is false in any material respect with the intent that the document be delivered to the Commission for filing.					